

SAMPLE BOARD CHARTER

{::INSERT NAME OF SCHOOL::}

BOARD GOVERNANCE CHARTER

The School

{::INSERT NAME OF SCHOOL::} is a [Company limited by guarantee/an incorporated association which was incorporated on {::INSERT::}] or [an unincorporated association formed by agreement dated {::INSERT::}] or [a trust created by Deed of Trust dated {::INSERT::}] .

Its registered address is at {::INSERT::}

Key Values

The School has determined that its key values are {::INSERT::}

Ethos

The School's ethos can best be summarised as being {::INSERT::}

The Board

The Board is elected pursuant to the School's {::INSERT TYPE OF ESTABLISHMENT DOCUMENT::} ("Founding Document"). The Principal is an *ex officio* member of the Board.

The Role of the Board

The first and primary duty of the Board is to ensure that the School's fundamental principles embodied in its Key Values and Ethos are carried out and implemented.

[The Corporations Act clearly states that the Board of Directors] or [The Founding Document clearly states that the management committee] ("**Board**") of the School has the ultimate responsibility for all matters relating to the running of the School.

The Board's role is to govern the School and not to be involved in its day-to day management. It is senior management's role to manage the School in accordance with the strategic goals set by the Board and under its direction. The Board does not have a management function.

The Board is responsible for and should determine all matters relating to policy and practice. It has overall responsibility to ensure that the School is well-managed and that its operations are successful. It must do all things necessary to ensure that the School meets its objects as set out in the School's Founding Document (see Annexure "A" attached).

Without limiting the generality of the Board's role, its principal functions in relation to the School are to:

- Set goals and provide strategic direction;
- Act as an interface between the School and various members of the School's constituency, namely the parents, the staff and the students;
- Appoint the Principal ("Principal");
- Determine policies governing the operations;
- Approve the annual budget and any long-term budget;
- Approve material expenditure outside the budget;
- Approve all items of capital expenditure in excess of \${{:INSERT:}};
- Conduct an annual review of the Board's own performance.
- Conduct an annual review of the School in meeting its objectives;
- Review the performance of the Chair and Principal;
- Establish and oversee the powers and functions of Board sub-committees such as the Audit Committee, the Nomination & Remuneration Committee and any other sub-committees established;

Board Structure

Size

The School's Founding Document requires that there be not less than {::INSERT::} nor more than {::INSERT::} Board Members. The Board will consist of {::INSERT::} members all of whom shall be independent members.

Independence

An independent member is one who is not involved in material contracts with the School and is not an adviser to the School for fees or some benefit.

Skills

The skills and experience required by the Board are in the areas of:

- Accounting and finance;
- Business;
- Community Interest;
- Education; and
- Legal.
- Pastoral Care
- Religious Affiliation where appropriate

Term of Office

Under the School's Founding Document Board Members are appointed for a maximum term of three years.

Board Members should not serve for longer than [{::INSERT::}] terms.

Casual Vacancies

If a casual vacancy occurs during the year, the Board in filling that casual vacancy should endeavour to ensure that the current skills represented on the Board are assessed so that the new appointee has the same skills and experience as the departed Board Member.

Board Members' Appointment

Each Board Member will receive a 'Board Member's Kit' and a letter of appointment which will include matters of importance to the School.

Board Members' Code of Conduct

Board Members are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

Board Members will ensure that in fulfilling their duties they:

- act for the benefit of the School;
- act with skill, care and diligence;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- do not allow personal interests to conflict with those of the School;
- do not allow the interests of their associates to conflict with those of the School;
- do not engage in conduct likely to discredit the School;
- do not make improper use of information gained as a Board Member;
- fulfil their fiduciary duty to the School;
- give of their expertise generously to the School;
- make appropriate enquiries to ensure the School is operating efficiently and legally to achieve its goals;

- undertake diligent analysis of all proposals placed before the Board; and
- use the powers of their office for a proper purpose.

The role of the Chair

The Chair plays a key role in the School. The Chair is considered the captain of the team and should use skills and leadership abilities to ensure that the Board is an effective Board observing sound governance principles.

The Principal

The Principal is appointed by the Board. The Principal is responsible for the ongoing management of the School in accordance with the strategy, policies and programs approved by the Board. He/she shall manage the School to achieve the goals agreed and endorsed by the Board at all times having regard to the Key Values and School ethos.

Board Meetings

Meetings, agendas and Board papers.

The Board meetings and agenda are fundamental to good governance. The Principal must attend all Board meetings except where as part of its role, the Board meets to discuss the performance of the Principal. The meeting is critical as it is the main opportunity for Board Members to:

- obtain and exchange information with the Principal and other management who may be present;
- obtain and exchange information with each other; and
- make decisions.

The agenda is important as it shapes the information flow and subsequent discussion.

Board papers should be presented to the Board Members in good time and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

Board Process

Board Members will act in a manner to enable the conduct of meetings to be informed, productive and result-oriented. To this end they will:

- accord other Board Members and their views respect;
- act in a business-like manner;
- act in accordance with the Founding Document;
- raise and address issues in a confident and firm, yet friendly manner;
- minimize chatter and irrelevant remarks;
- refrain from interruption or interjection; and
- use good judgment, common sense and tact when discussing issues.

Meeting frequency and time

The Board will meet at least {::INSERT::}. The Chair and Principal should present a calendar of Board meeting dates for each year in January of such year. In so far as possible all meetings should be physical meetings. It may, however, be necessary to meet electronically or pass resolutions by circular resolution if this is permitted under the Founding Document.

Meetings will generally commence at {::INSERT::} [am/pm].

Reports

If any of the sub-Committees have met since the last Board meeting, the minutes of such Committee meeting should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which such Committee wishes the Board to consider these should be contained in a Report for consideration by the Board.

Minutes

Minutes should be circulated within two days of the Board meeting for consideration by the Board Members and must be approved at the next Board meeting.

Board Members' Protection

As a general rule, a Board Member is entitled to information relevant to the School and is to be protected against the specific risks of being a Board Member.

Protocol for seeking information

When seeking information a Board Member should follow this protocol:

1. In the first instance request the Principal to provide the information;
2. If the information is not forthcoming, approach the Chair;
3. If it is still not forthcoming write a letter to all Board Members and the Principal detailing the information required and the purpose for seeking the information.

Access to Board papers

The complete set of Board papers of the School is held by the School Secretary on behalf of each Board Member (individually) for a period of at least seven years from the time that member ceases to serve on the Board. In the event of any legal action, investigation or enquiry by a regulatory authority, each Board Member is entitled to access the papers and any other relevant records of the School for the period during which they were Board Member even if they have ceased to be a Board Member.

This policy has been adopted as a formal Board resolution.

If the School is an incorporated entity the School:

- will execute a Deed of Access, Indemnity and Insurance in favour of each Board Member individually;
- will indemnify the Board Members to the full extent permitted by law and, in particular, subject to the *Corporations Act*;
- will maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance for a period of seven years from the date on which each Director ceases to be a Director.

Specialist advice

The School will reimburse a Board Member for independent specialist advice which the Board Member obtains relating to his/her duties and obligations as a Board Member on the following basis:

- The School has not already received specialist advice on the point on which the Board Member wishes to seek advice or has not made such advice available to the Board Member or advised the Board Member accordingly;
- The Board Member first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the Board.

This policy has been adopted as a formal Board resolution

Board and Principal Evaluation

It is the School's policy to foster the development of each Board Member and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best practice governance and delivering the performance of an effective Board. The review should be conducted in the month of {::INSERT::} and the findings tabled at the first Board meeting after the review.

It is also the School's policy to measure the Principal's performance against Key Performance Indicators agreed between the Principal and the Board each year.

The performance management criteria for the Board and the Principal are set out in Annexure C.

The Nomination & Remuneration Committee is responsible for activating this process. The Principal evaluation may be undertaken by the Committee as a whole, the Nomination & Remuneration Committee or the Executive Committee (if created).

Compliance

- Risk Management covering all areas of operation, including Occupational Health and Safety, privacy, physical risk, security etc.

- Delegations to the Chair, Board Members, Principal or senior School team.
- Insurance.
- Performance management for the Board and Principal.

Changes or New Policies and Processes

Any changes to or introduction of new policies or processes of the Board shall be incorporated into this Governance Charter